

INTRODUCTORY STATEMENT

By this submission, ITC Global USA, LLC., a Florida limited liability company (“Licensee”), the holder of International Section 214 Authorization ITC-214-20110609-0184,¹ hereby notifies the Commission of the consummation of a pro forma transfer of control of the Licensee, from Panasonic Corporation of North America (“Transferor” or “PNA”) to Panasonic Avionics Corporation (“Transferee” or “Panasonic Avionics”).

Licensee provides satellite communication services to, from and within the United States in support of the oil and gas, mining and other industries requiring reliable, remote communications capabilities, but does not provide domestic or international common carrier services at this time.

In response to the specific Questions 10-13 contained in the Commission’s Form 214TC (which are Questions applicable to pro forma transfer of control notifications), the parties to this notification state as follows:

Answer to Question 10

Section 63.18(c): Correspondence concerning this application should be sent to regulatory legal counsel for each of the parties, as described below:

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Relationship: Legal Counsel

¹ The Licensee also holds 13 earth station licenses, which are the subject of two separate requests for Commission approval of this transfer of control, filed concurrently with this application.

Section 63.18(d): Licensee holds international Section 214 Authority to provide global facilities-based service in accordance with Section 63.18(e)(1) and to provide resale services in accordance with Section 63.18(e)(2) (File No. ITC-214-20110609-00184).

Answer to Question 11

Licensee is a wholly-owned direct subsidiary of ITC Global, Inc. (“ITC Global”):

Name:	ITC Global, Inc.
Percentage of Ownership:	100%
Address:	150 2nd Avenue, Suite 1100
City, State, Zip:	St. Petersburg, FL 33701
Citizenship:	U.S. (Delaware)
Principal Business:	Communications

The following entity holds a ten percent (10%) or greater interest in ITC Global:

Name:	Panasonic Corporation of North America
Percentage of Ownership:	100%
Address:	Two Riverfront Plaza
City, State, Zip:	Newark, NJ 07101
Citizenship:	U.S. (Delaware)
Principal Business:	Equipment Manufacturer

Provided below is the only entity that directly or indirectly owns ten percent (10%) or more of the equity of both PNA and Panasonic Avionics:

Name:	Panasonic Corporation
Percentage of Ownership:	100%
Address:	1006, Oaza Kadoma, Kadoma-Shi
City, State, Zip:	Osaka, Japan 572-8501
Citizenship:	Japan
Principal Business:	Equipment Manufacturer

No shareholder or other entity owns or controls 10 percent or more of the voting stock of Panasonic Corporation (“Panasonic”). Panasonic Corporation is a publicly traded company, headquartered in Osaka, Japan, whose stock is traded on several securities exchanges around the world. Panasonic’s stock is widely held and dispersed.

Panasonic Avionics is a wholly-owned subsidiary of PNA which, in turn, is a wholly-owned subsidiary of Panasonic.

Answer to Question 12

Panasonic Avionics does not currently have any interlocking directorates with a foreign carrier. As reported in the transfer of control application in File No. ITC-T/C-20150316-00066, owing to the acquisition of Licensee, Panasonic may, owing to the foreign carriers described in response to Question 14 to that application, have, in the future, interlocking directorates with foreign carriers.

Answer to Question 13

(1) Description of the Transaction

In File No. ITC-T/C-20150316-00066,² the Commission consented to the transfer of control of Licensee, from Riverside Fund IV, L.P. to PNA. The Commission has also consented to the transfer of control of Licensee, from Riverside fund IV, L.P. to PNA, in connection with certain earth station licenses.³ PNA is a corporation created under the laws of the state of Delaware and maintains its principal offices at Two Riverfront Plaza, Newark, New Jersey 07101.

As previously described, PNA is a wholly-owned subsidiary of Panasonic, which maintains its principal offices at 1006, Oaza Kadoma, Kadoma-Shi, Osaka, Japan 572-8501.

² *Public Notice*, Report No. TEL-01747, released August 6, 2015.

³ File Nos. SES-T/C-20150316-00149 and SES-T/C-20150316-00151. *Public Notice*, Report No. SES-01772, released August 5, 2015.

Panasonic is a corporation organized under the laws of Japan. Its stock is publicly traded on several securities exchanges around the world. Panasonic's stock is widely held and dispersed.

PNA functions as a holding company for Panasonic's operations in North America.

Panasonic Avionics is one of a number of North American subsidiaries within the PNA holding company structure.

PNA has now transferred control of ITC, from itself to Panasonic Avionics.⁴ In that Panasonic Avionics is a wholly-owned subsidiary of PNA, Licensee will continue to be controlled by the same controlling entities, Panasonic and PNA, that were previously considered and consented to by the Commission. Considering these facts, while there is a proposed change in the entity having direct control of Licensee, there is no change, in any respect, in the controlling interests in the chain of control of the Licensee.

Consequently, the parties submit that the instant transfer of control is a pro forma one, pursuant to Section 63.24(f) of the Commission's Rules.

(2) The Transaction Will Serve the Public Interest

Panasonic Avionics is an FCC blanket earth station aboard aircraft ("ESAA") licensee and provider of in-flight broadband, voice, text, data, and entertainment connectivity to passenger aircraft around the world.⁵ Licensee serves remote-operation industries such as oil and gas, mining, and commercial maritime platforms with a network that is comprised of end-to-end satellite solutions. While these services require some of the same inputs that Panasonic Avionics

⁴ The Commission consented to the transfer of control of Licensee's earth station authorizations in File Nos. SES-T/C-20150915-00621 and SES-T/C-20150915-00622. *Public Notice*, Report No. SES-01794, released October 28, 2015.

⁵ See Call Sign E100089, File No. SES-MFS-20130930-00845.

uses – chiefly satellite backhaul capacity – the two companies serve distinctly different end users. Where Panasonic Avionics focuses on serving airborne mobile platforms, Licensee’s customers operate terrestrial sites. As the Commission has recognized with respect to such services, “satellite communication services are substantially differentiated one from another in terms of frequency band, transponder power, and the geographic coverage of antennas.”⁶

This pro forma transaction, which aligns Licensee with the entity within the Panasonic corporate structure---Panasonic Avionics---that has been assigned the direct responsibility for the functions undertaken by Licensee, can be expected to continue to enhance competition and generate efficiency benefits that will accrue to customers of PNA, Panasonic Avionics and Licensee.

First, the transaction will place the Licensee under the direct control of Panasonic Avionics, a well-capitalized, globally-recognized technology company, with extensive experience and expertise in delivering satellite-based services to difficult-to-reach customers around the world. Under Panasonic Avionics’ direct control, Licensee will continue to provide high-quality communications services without interruption to existing customers under the rates, terms, and conditions that are specified in their current contracts. Finally, the extensive history of Panasonic Avionics in connection with its FCC authorizations and licenses demonstrates that Panasonic Avionics is qualified to control Licensee and its International Section 214 authorization.

⁶ *PanAmSat/Intelsat* at ¶ 29.

*Attachment 1
FCC Form 214TC
Notification of Pro Forma
Transfer of Control of International
Section 214 Authorization ITC-214-20110609-00184*

Panasonic Avionics continues to operate pursuant to its FCC authorizations and licenses and has been exemplary authorization/license holder. Accordingly, based on the foregoing, the instant pro forma transfer of control serves the public interest.